

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re) Chapter 11
)
DELPHI CORPORATION, et al) Case No. 05-44481 (RDD)
)
Debtors.) Jointly Administered
)

**SUMMARY OF FIRST INTERIM FEE APPLICATION FOR COMPENSATION OF SERVICES
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED BY PRICEWATERHOUSECOOPERS LLP TO PROVIDE CERTAIN SARBANES-
OXLEY COMPLIANCE, TAX AND FINANCIAL PLANNING, AND OTHER GENERAL TAX
CONSULTING SERVICES TO DELPHI CORPORATION, et al.,
FOR THE PERIOD FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

Name of Applicant: PricewaterhouseCoopers LLP
Authorized to Provide Professional Services to: The above captioned debtors and debtors in possession
Date of Retention: June 21, 2006 (nunc pro tunc as of January 1, 2006)
Period for which compensation and reimbursement is sought: February 1, 2006 through May 31, 2006

Amount of Compensation requested: \$2,344,167.75
Amount of Expense Reimbursement requested: \$298,544.27
Total Compensation and Expense Reimbursement requested: \$2,642,712.02
Blended Hourly Rate during this period \$150.23
Compensation previously requested: \$0.00
Compensation previously awarded: \$0.00
Expenses previously requested: \$0.00
Expenses previously awarded: \$0.00

This is a: X interim final Application.

The total time expended for fee application preparation is approximately 30.6 hours and the corresponding compensation requested is approximately \$7,227.00.

PRIOR INTERIM APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses

MONTHLY INVOICES SUBMITTED:

The fees and expenses requested during the First Interim Fee Application Period are shown below, as well as adjustments requested in subsequent Monthly Fee Statements, combined total the *Total Compensation and Expense Reimbursement* requested.

	FEES	EXPENSES	TOTAL
FEES AND EXPENSES REQUESTED IN INTERIM PERIOD'S MONTHLY APPLICATIONS:			
MONTHLY FEES - TOTAL	\$2,414,307.75	\$208,672.03	\$2,622,979.78
Feb-2006	\$89,162.50	\$602.97	\$89,765.47
Mar-2006	\$518,769.00	\$43,260.82	\$562,029.82
Apr-2006	\$477,869.00	\$37,582.64	\$515,451.64
May-2006	\$1,328,507.25	\$127,225.60	\$1,455,732.85
FEES AND EXPENSES ADJUSTMENTS - ALREADY REQUESTED IN SUBSEQUENT MONTHLY APPLICATIONS (NO ADDITIONAL ADJUSTMENT NEEDED):			
SUBSEQUENT MONTHLY FEES - TOTAL	(\$70,140.00)	\$89,872.24	\$19,732.24
Jun-2006	(\$70,153.00)	\$62,281.06	(\$7,871.94)
Jul-2006		\$6,820.10	\$6,820.10
Aug-2006		\$20,771.08	\$20,771.08
Dec-2006	\$13.00	\$0.00	\$13.00
RECONCILED FEES AND EXPENSE REQUEST (FIRST INTERIM PERIOD (2/1/06 - 5/31/06):			
TOTAL FEES AND EXPENSES	\$2,344,167.75	\$298,544.27	\$2,642,712.02

SUMMARY OF HOURS AND FEES BY PROJECT CATEGORY

Project	Location	Hours	Fees
Sarbanes-Oxley 404 Services	U.S.	10,507.95	\$1,581,039.50
	Intl	3,381.85	\$544,882.75
Sarbanes-Oxley 404 Services Total		13,889.80	\$2,125,922.25
Tax Compliance - Foreign Affiliate Reporting	U.S.	1,630.40	\$205,745.50
Tax Compliance - Foreign Affiliate Reporting Total		1,630.40	\$205,745.50
Executive Personal Financial Planning Services	U.S.		\$12,500.00
Executive Personal Financial Planning Services Total			\$12,500.00
Grand Total		15,520.20	\$2,344,167.75

FIXED FEE SERVICES - \$12,500.00

EXECUTIVE FINANCIAL PLANNING STATEMENT OF WORK

As stated in PricewaterhouseCoopers retention application, these services are Fixed Fee by Delphi Executive. Listed below are the total fees for the Second Quarter of 2006, the quarterly invoice is annexed hereto as **Exhibit C**.

Executive Financial Planning Program

2006 2nd Quarter Fees

<u>Participant</u>	<u>Total Fees</u>	<u>Initial Year Installment</u>
Mark Weber	\$ 2,000	
Karen Healy	\$ 2,000	
Atul Pasricha	\$ 1,500	
David Knill	\$ 1,500	
William Lloyd	\$ 2,750	4 of 4
Mark Hester	\$ 2,750	1 of 4
Current Fees	\$ 12,500	

HOURLY FEE SERVICES - 15,520.20 HOURS, \$2,331,667.75

PricewaterhouseCoopers professionals provided hourly advisory services associated with the various tax advisory services and other professional services associated with the bankruptcy. The professionals who performed these services are listed below:

PROJECT CATEGORY

Project	Location	Hours	Fees
Sarbanes-Oxley 404 Services	U.S.	10,507.95	\$1,581,039.50
	Intl	3,381.85	\$544,882.75
Sarbanes-Oxley 404 Services Total		13,889.80	\$2,125,922.25
Tax Compliance - Foreign Affiliate Reporting	U.S.	1,630.40	\$205,745.50
Tax Compliance - Foreign Affiliate Reporting Total		1,630.40	\$205,745.50
Grand Total		15,520.20	\$2,331,667.75

SUMMARY OF PROFESSIONALS

SARBANES-OXLEY 404 SERVICES - HOURS AND COMPENSATION

Position	Name	Work Country	Hours	Rate	Total
Partner	Bucrek, James	United States	3.80	\$390.00	\$1,482.00
	Busch, Kelly	United States	2.00	\$390.00	\$780.00
	Decker, Brian	United States		\$390.00	(\$10,920.00)
	Decker, Brian	United States	255.75	\$390.00	\$110,662.50
	Erickson, David	United States	16.00	\$390.00	\$6,240.00
	Fairchild, Simon	United Kingdom	7.10	\$400.00	\$2,840.00
	Fitzgerald, Patrick	China	3.80	\$400.00	\$1,520.00
	Haas, Megan	Australia	1.10	\$400.00	\$440.00
	Ramirez, Adolfo	Mexico	12.20	\$325.00	\$3,965.00
Total - Partner For First Interim Period			301.75	\$387.77	\$117,009.50
Director	Brown, Stasi	United States		\$260.00	(\$6,370.00)
	Brown, Stasi	United States	477.40	\$260.00	\$130,494.00
	Gates, Jason	United States	8.00	\$260.00	\$2,080.00
	Jones, Douglas	United States	131.50	\$260.00	\$34,190.00
	Osterman, Scott	United States - SOD	104.80	\$260.00	\$27,248.00
	Osterman, Scott	United States	51.65	\$260.00	\$13,429.00
	Perkins, Daniel	United States	4.00	\$260.00	\$1,040.00

Position	Name	Work Country	Hours	Rate	Total
Director	Peterson, Michael	United States	159.00	\$260.00	\$41,340.00
	Powell, Thomas	United States	46.30	\$260.00	\$12,038.00
	Roberts, Blanche	United States	4.50	\$260.00	\$1,170.00
	Schmitz, Karin	United States	3.50	\$260.00	\$910.00
	Szuldrzyński, Krzysztof	Poland	4.00	\$250.00	\$1,000.00
	Wojdyla, Dennis	United States - IT	326.90	\$260.00	\$91,494.00
	Wojdyla, Dennis	United States - IT		\$260.00	(\$6,500.00)
Total - Director For First Interim Period			1,321.55	\$259.97	\$343,563.00
Senior Manager	Hinchliffe, Debbie	United Kingdom	99.50	\$300.00	\$29,850.00
	Medina, Rui	Portugal	7.10	\$250.00	\$1,775.00
	Muñoz, Alberto	Mexico	10.80	\$225.00	\$2,430.00
	Pavlousek, Roman	Czech Republic	30.30	\$250.00	\$7,575.00
	Renner, Josef	Austria	12.90	\$300.00	\$3,870.00
	Ricardez, Elvira	Mexico	25.40	\$225.00	\$5,715.00
	Sayah, Kamal	Morocco	16.00	\$180.00	\$2,880.00
	Wild, Travis	Australia	45.90	\$300.00	\$13,770.00
	Xu, Jasper	China	86.00	\$300.00	\$25,800.00
Total - Senior Manager For First Interim Period			333.90	\$280.52	\$93,665.00
Manager	Ahuja, Manpreet Singh	India	12.70	\$120.00	\$1,524.00
	Arif, Hafiz	United Kingdom	15.55	\$200.00	\$3,110.00
	Bajo, Inés	Spain	13.00	\$200.00	\$2,600.00
	Baldysiak, Guenther	Germany	40.00	\$200.00	\$8,000.00
	Barbu, Carmen	Romania	32.15	\$175.00	\$5,626.25
	Cushman, Ronald	United States	47.90	\$165.00	\$7,903.50
	Damiano, Cinzia	Italy	16.00	\$200.00	\$3,200.00
	Ferreira, Sandra	Portugal	165.90	\$175.00	\$29,032.50
	Goh, Bernard	Singapore	5.70	\$200.00	\$1,140.00
	Herbst, Shannon	United States		\$165.00	(\$3,630.00)
	Herbst, Shannon	United States	505.75	\$165.00	\$87,078.75
	Hetterich, Susanne	Germany	5.50	\$200.00	\$1,100.00
	Hetterich, Susanne	United States - IT	0.00	\$165.00	\$0.00
	Jilka, Nehal	United Kingdom	139.95	\$200.00	\$27,990.00
	Kus, Vitezslav	Czech Republic	99.20	\$175.00	\$17,360.00
	Lindner, Hannes	Austria	9.75	\$200.00	\$1,950.00
	Lovins, Yvonne	United States	3.00	\$165.00	\$495.00
	Parakh, Siddarth	United States	397.60	\$165.00	\$65,604.00
	Pascu, Hedy	Romania	77.15	\$175.00	\$13,501.25
	Rangarajan, Sukanya	United States	41.60	\$165.00	\$6,864.00
	Rogge, Horst	Germany	63.70	\$200.00	\$12,740.00
	Rohrbach, Hans-Dirk	Germany	107.60	\$200.00	\$21,520.00
	Rozier, Evens	United States	81.75	\$165.00	\$13,488.75
	Sadaghiyani, Jamshid	United States - IT	389.10	\$165.00	\$64,201.50

Position	Name	Work Country	Hours	Rate	Total
Manager	Sadaghiyani, Jamshid	United States	8.00	\$165.00	\$1,320.00
	Smeyers, Rafael	United States - SoD	319.20	\$165.00	\$52,668.00
	Smeyers, Rafael	United States	28.20	\$165.00	\$4,653.00
	Smith, Andrea	United States -	35.90	\$360.00	\$12,924.00
	Stevens, Charles	United States	69.20	\$165.00	\$11,418.00
	Taylor, Todd	United States	146.20	\$165.00	\$24,123.00
	Urban, Piotr	Poland	29.00	\$175.00	\$5,075.00
	VanGorder, Kimberly	United States - SoD	2.20	\$165.00	\$363.00
	VanGorder, Kimberly	United States	254.30	\$165.00	\$41,959.50
Total - Manager For First Interim Period			3,162.75	\$172.92	\$546,903.00
Senior Associate	Bailey, Jonafel	United States	227.90	\$120.00	\$27,348.00
	Bailey, Jonafel	United States - SoD	6.00	\$130.00	\$780.00
	Barbos, Alexandru	Romania	95.05	\$90.00	\$8,554.50
	Beaver, William	United States - IT		\$130.00	(\$12,493.00)
	Beaver, William	United States - IT	393.10	\$130.00	\$63,596.00
	Chan, Alice	China	33.00	\$160.00	\$5,280.00
	Cohen, Aaron	United States - IT	152.80	\$130.00	\$19,864.00
	Dada, Kolade	United States	134.20	\$120.00	\$16,104.00
	Dauner, Andras	Hungary	68.50	\$135.00	\$9,247.50
	Egan, Michael	United States	117.70	\$120.00	\$14,124.00
	Fernandez, Jorge	Mexico	72.40	\$95.00	\$6,878.00
	Frank, Lisa	United States	40.50	\$120.00	\$4,860.00
	Franklin, Stephanie	United States	135.40	\$120.00	\$16,248.00
	Godyń, Marcin	Poland	13.00	\$135.00	\$1,755.00
	Gutierrez, Jaime	United States	295.80	\$120.00	\$58,788.00
	Gutierrez, Jaime	United States		\$120.00	(\$23,292.00)
	Hermann, Lisa	United States	92.20	\$120.00	\$11,064.00
	Kok, Janet	Australia	50.30	\$160.00	\$8,048.00
	Koszegi, Maria	Hungary	11.50	\$135.00	\$1,552.50
	Kröcher, Carola	Germany	7.50	\$160.00	\$1,200.00
	Krummenerl, Stefanie	Germany	39.65	\$160.00	\$6,344.00
	Laforest, Randy	United States	440.00	\$120.00	\$52,800.00
	Lakrissa, Mehdi	Morocco	16.00	\$100.00	\$1,600.00
	Leiger, Steven	United States	4.20	\$120.00	\$504.00
	Mangan, Lisa	United States	45.00	\$120.00	\$5,400.00
	Mayerhofer, Maria	Austria	2.00	\$160.00	\$320.00
	Mayr, Christian	Germany	136.70	\$160.00	\$21,872.00
	McColl, Lori	United States	330.50	\$120.00	\$39,660.00
	Meekins, Curtis	United States	38.00	\$120.00	\$4,560.00
	Meyer, Berit	Germany	24.50	\$160.00	\$3,920.00
	Navarro, Paola	United States	535.50	\$120.00	\$64,260.00
	Ong, Joo Yin	Australia	42.00	\$160.00	\$6,720.00

Position	Name	Work Country	Hours	Rate	Total
Senior Associate	Potter, William	United States	133.50	\$120.00	\$16,020.00
	Rankin, Rebecca	United States	9.10	\$120.00	\$1,092.00
	Reed, Brian	United States	159.00	\$120.00	\$19,080.00
	Ronyecz, Andrea	Hungary	69.00	\$135.00	\$9,315.00
	Roy Choudhury, Adity	United Kingdom	7.10	\$140.00	\$994.00
	Schmidt, Adrian	Romania	38.80	\$90.00	\$3,492.00
	Seguro, Nuno	Portugal	138.40	\$135.00	\$18,684.00
	Siansi, Cleberson	United States - IT	194.10	\$130.00	\$25,233.00
	Singh, Prithvi	India	12.70	\$60.00	\$762.00
	Smaller, Neil	United States - IT	251.70	\$130.00	\$32,721.00
	Smaller, Neil	United States	0.20	\$120.00	\$24.00
	Stefanik, Peter	Czech Republic	101.55	\$135.00	\$13,709.25
	Suarez, Jose	United States	43.25	\$120.00	\$5,190.00
	Tee, Alvin	China	197.80	\$160.00	\$31,648.00
	Underwood, Billy	United Kingdom	38.00	\$140.00	\$5,320.00
	Velazquez, Jorge	Mexico	6.30	\$95.00	\$598.50
	Voelker, Kelly	United States	113.60	\$120.00	\$13,632.00
	Wong, Yin Yin	Singapore	5.70	\$160.00	\$912.00
	Yuan, Nora	China	138.20	\$160.00	\$22,112.00
	Zuccaro, Serafina	Italy	16.00	\$160.00	\$2,560.00
Total - Senior Associate For First Interim Period			5,274.90	\$127.12	\$670,565.25
Associate	Al-Hilli, Tala	Australia	1.10	\$130.00	\$143.00
	Altahami, Yunis	United States	16.00	\$95.00	\$1,520.00
	Arackal, Sonia	United States	28.00	\$95.00	\$2,660.00
	Baysdell, Joseph	United States	29.00	\$95.00	\$2,755.00
	Bieterman, Caren	United States	98.80	\$95.00	\$14,231.00
	Bieterman, Caren	United States		\$95.00	(\$4,845.00)
	Bollaert, Sarah	United States	38.50	\$95.00	\$3,657.50
	Budzynski, Joseph	United States	8.70	\$95.00	\$826.50
	Budzynski, Joseph	United States - IT	32.40	\$110.00	\$3,564.00
	Byrne, William	United States	108.60	\$95.00	\$10,317.00
	Cadariu, Andreea	Romania	60.10	\$60.00	\$3,606.00
	Conroy, Georgia	United States	74.65	\$95.00	\$7,091.75
	Czerney, Kevin	United States	64.10	\$95.00	\$6,089.50
	D'Esterno, Maxime	Belgium	28.30	\$130.00	\$3,679.00
	Diez, Alexander	Germany	62.30	\$130.00	\$8,099.00
	Dosa, Dora	Hungary	55.50	\$105.00	\$5,827.50
	Escandon, Leopoldo	Mexico	60.40	\$75.00	\$4,530.00
	Garvey, Paul	Australia	46.50	\$130.00	\$6,045.00
	Gonzalez-Baez, Marco	United States - SOD	307.40	\$110.00	\$35,917.00
	Gonzalez-Baez, Marco	United States - SOD		\$110.00	(\$2,103.00)

Position	Name	Work Country	Hours	Rate	Total
Associate	Gonzalez-Baez, Marco	United States	87.00	\$95.00	\$8,265.00
	Harper, Alison	United States	8.00	\$95.00	\$760.00
	Haselhof, Joachim	Germany	112.00	\$130.00	\$14,560.00
	Hosnofsky, Christian	Germany	61.90	\$130.00	\$8,047.00
	Keener, Stuart	United States	20.00	\$95.00	\$1,900.00
	Lenz, Alexander	Germany	88.00	\$130.00	\$11,440.00
	Li, Monica	China	48.00	\$130.00	\$6,240.00
	Lu, Wei	United States	104.75	\$95.00	\$9,951.25
	Mcgowan, Jason	United States	36.00	\$95.00	\$3,420.00
	Montroy, Jessica	United States	42.00	\$95.00	\$3,990.00
	Ornsby, Linda	United States	47.90	\$95.00	\$4,550.50
	Pack, Brian	United States	16.50	\$95.00	\$1,567.50
	Paniccia, Anthony	United States	72.00	\$95.00	\$6,840.00
	Patel, Amish	United States	72.10	\$95.00	\$6,849.50
	Perez, Rosaana	United States - IT	29.00	\$110.00	\$3,190.00
	Pierce, Stephanie	United States	170.90	\$95.00	\$16,235.50
	Polorotoff, Nina	Australia	28.40	\$130.00	\$3,692.00
	Santa Rosa, William	United States	97.00	\$95.00	\$9,215.00
	Scott, Shamika	United States	63.70	\$95.00	\$6,051.50
	Shehi, Renis	United States	78.20	\$95.00	\$7,429.00
	Shehi, Renis	United States - IT	60.90	\$110.00	\$6,699.00
	Singh, Gundeep	United States	34.80	\$95.00	\$3,306.00
	Skarpa, Radim	Czech Republic	83.05	\$105.00	\$8,720.25
	Skrycki, Derrick	United States	51.50	\$95.00	\$4,892.50
	Sun, Xuelin	United States	34.50	\$95.00	\$3,277.50
	Uher, Peter	United States	185.50	\$95.00	\$17,622.50
	Valenta, Robert	Austria	38.15	\$130.00	\$4,959.50
	Ward, Richard	United Kingdom	31.55	\$95.00	\$2,997.25
	Weiss, Matthew	United States	140.20	\$95.00	\$13,319.00
	Williams, Jim	United States	142.50	\$95.00	\$13,537.50
	Williams, Ross	United States	266.20	\$95.00	\$25,289.00
Total - Associate For First Interim Period			3,472.55	\$101.49	\$352,424.50
Paraprofessional	Foran, Rachel	United States	17.90	\$80.00	\$1,432.00
	Washko, Mary	United States	4.50	\$80.00	\$360.00
Total - Paraprofessional For First Interim Period			22.40	\$80.00	\$1,792.00
Total - Sarbanes-Oxley 404 Services For First Interim Period			13,889.80		\$2,125,922.25
			Blended Rate For First Interim Period		\$153.06

TAX COMPLIANCE - FOREIGN AFFILIATE REPORTING - HOURS AND COMPENSATION

Position	Name	Work Country	Hours	Rate	Total
Senior Associate	Lawler, Curt	United States	525.00	\$110.00	\$57,750.00
	Van Arsdalen, Donald	United States	586.70	\$155.00	\$90,938.50
Total - Senior Associate For First Interim Period			1,111.70	\$133.75	\$148,688.50
Associate	Shuler, Michael	United States	518.70	\$110.00	\$57,057.00
Total - Associate For First Interim Period			518.70	\$110.00	\$57,057.00
Total - Tax Compliance - Foreign Affiliate Reporting			1,630.40		\$205,745.50
For First Interim Period			Blended Rate For First Interim Period		\$126.19

SUMMARY OF EXPENDITURES

SARBANES-OXLEY 404 SERVICES - EXPENDITURES

The disbursements of PricewaterhouseCoopers for the Compensation Period are as follows:

Disbursement	Amount
Airfare	\$153,706.33
Lodging	\$6,9804.64
Meals while Traveling	\$19,721.55
Parking	\$2,220.95
Personal Car Mileage	\$11,384.61
Public Transportation	\$12,140.74
Rental Car	\$20,120.36
Sundry - Other (e.g. computer equipment while at client location, telecommunications, copies)	\$9,445.09
TOTAL	\$298,544.27